

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES, LLC,

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

In the Matter of the Petition of
Carl J. Shapiro to Perpetuate Testimony
Pursuant to Federal Rule of Civil Procedure
27 and Federal Rules of Bankruptcy
Procedure 9014 and 7027

Adv. Pro. No. 08-01789 (BRL)

SIPA Liquidation

(Substantively Consolidated)

09 Civ. No. _____

[PROPOSED] ORDER FOR DEPOSITION TO PERPETUATE TESTIMONY

THIS MATTER having been brought to the Court's attention by the petition of Carl J. Shapiro ("Shapiro Petition") for an order authorizing a deposition to perpetuate testimony pursuant to Rule 27 of the Federal Rules of Civil Procedure and Rules 9014 and 7027 of the Federal Rules of Bankruptcy Procedure.

UPON REVIEW AND CONSIDERATION of the Shapiro Petition, the memorandum of law in support of the Shapiro Petition, the supporting Declaration of Stephen Fishbein, and all of the proceedings, pleadings and other submissions in the above captioned

proceedings, and good and sufficient reasons and cause having been shown for the relief requested herein;

IT IS on this ___ day of November 2009,

ORDERED that the deposition by oral examination of Carl J. Shapiro shall proceed subject to the following conditions:

- (a) The deposition of Mr. Shapiro shall be held on December 14, 2009 at 9:00 a.m. in a private conference room at the Breakers Hotel in Palm Beach, Florida, or such other location in Palm Beach as may be agreed by the parties;
- (b) The deposition shall be limited to a total of six hours of testimony, of which the Trustee is entitled to question for four hours and Mr. Shapiro's counsel may question for two hours;
- (c) Mr. Shapiro shall be permitted extended breaks during the deposition as needed given his level of fatigue and concentration;
- (d) The Trustee shall provide to counsel for Mr. Shapiro by December 1, 2009 the following documents in his possession:
 - (i) BLMIS records including account statements, correspondence, analyses or other documents that relate or refer to the Shapiro Family or the Foundation or to their accounts at BLMIS; and,
 - (ii) All other documents that were created prior to December 12, 2008 and which relate or refer to the Shapiro Family or the Foundation or to their accounts at BLMIS.
- (e) The Trustee and Mr. Shapiro shall enter into a confidentiality agreement covering document production and depositions that does not contain any limitation on the Court's authority to sanction discovery violations.

Dated: New York, New York
November __, 2009

Honorable Burton R. Lifland
United States Bankruptcy Judge